

EXHIBIT 13

Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No. 1545-0052

2008Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning

and ending

☒ Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **HUBERFELD FAMILY FOUNDATION INC**

Number and street (or P.O. box number if mail is not delivered to street address): **152 WEST 57TH STREET**

Room/suite:

City or town, state, and ZIP code: **NEW YORK, NY 10019**

A Employer identification number: **13-4042543**

B Telephone number: **212-571-0500**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach compilation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 31504312.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net Investment Income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	4272000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	38558.	38558.		STATEMENT 1
4	Dividends and interest from securities	978502.	978502.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3582435.			
b	Gross sales price for all assets on line 6a	5408347.			
7	Capital gain net income (from Part IV, line 2)		3582435.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	8871495.	4599495.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3 6480.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 4 37406.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5 905.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	44791.	0.		0.
25	Contributions, gifts, grants paid	3227564.			3227564.
26	Total expenses and disbursements. Add lines 24 and 25	3227355.	0.		3227564.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	5599140.			
b	Net investment income (if negative, enter -0-)		4599495.		
c	Adjusted net income (if negative, enter -0-)			N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2008)

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2008.04051 HUBERFELD FAMILY FOUNDATION 40458B_1
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Form 990-PF (2008) **HUBERFELD FAMILY FOUNDATION INC** 13-4042543 Page 6**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4956); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☒ N/AOrganizations relying on a current notice regarding disaster assistance check here ☒c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If you answered "Yes" to 6b, also file Form 8870.7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☒ N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Compensation in kind (If not paid, enter -0-)	(e) Expense account, other allowances
MURRAY HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	PRESIDENT/DIRECTOR	0.00	0.	0.
SEYMOUR HUBERFELD 24 BRIARWOOD LANE LAWRENCE, NY 11559	SECRTY/TREAS/DIRECTOR	0.00	0.	0.
RAE HUBERFELD 1409 EAST 24TH STREET BROOKLYN, NY 11210	DIRECTOR	0.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Compensation in kind (If not paid, enter -0-)	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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CONTINUATION FOR 990-PF, PART IV

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HUBERFELD FAMILY FOUNDATION INC

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PLATINUM VALUE ARBITRAGE INTERNATIONAL	P	VARIOUS	01/31/08
b	PLATINUM VALUE ARBITRAGE INTERNATIONAL	P	VARIOUS	02/28/08
c	PLATINUM VALUE ARBITRAGE INTERNATIONAL	P	VARIOUS	03/31/08
d	PLATINUM VALUE ARBITRAGE INTERNATIONAL	P	VARIOUS	06/30/08
e	PLATINUM VALUE ARBITRAGE INTERNATIONAL	P	VARIOUS	09/30/08
f	PLATINUM VALUE ARBITRAGE INTERNATIONAL	P	VARIOUS	10/31/08
g	MENGOLD RESOURCES INC	P	VARIOUS	03/05/08
h	MENGOLD RESOURCES INC	P	VARIOUS	04/04/08
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 300000.		107915.	192085.
b 300000.		106587.	193413.
c 300000.		108136.	191864.
d 3500000.		1157131.	2342869.
e 500000.		168433.	331567.
f 500000.		170278.	329722.
g 5400.		4869.	531.
h 2947.		2563.	384.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "0-0")
a			192085.
b			193413.
c			191864.
d			2342869.
e			331567.
f			329722.
g			531.
h			384.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) ----- (If gain, also enter in Part I, line 7 If (loss), enter "0-0" in Part I, line 7)	2	3582435.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (e). If (loss), enter "0-0" in Part I, line 8	3	N/A

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HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
METROPOLITAN NATIONAL BANK	34979.
SIGNATURE BANK	3579.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38558.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EXCELL FINANCIAL CORP	274500.	0.	274500.
HSBC BANK	70281.	0.	70281.
JH DARBY	22.	0.	22.
KIMMEL & KIMMEL	534727.	0.	534727.
NORMAN SEIDENFELD	42942.	0.	42942.
VALLEY NATIONAL BANK	56030.	0.	56030.
TOTAL TO FM 990-PF, PART I, LN 4	978502.	0.	978502.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	6480.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6480.	0.		0.

HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 6

BORROWER'S NAME	TERMS OF REPAYMENT	INTEREST RATE
KAREN KATZ	600/MO.	6.00%

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/29/00	05/29/04	30000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST INDIVIDUAL IN NEED

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	25625.	0.	25625.

BORROWER'S NAME	TERMS OF REPAYMENT	INTEREST RATE
CHABAD OF CUPATURO	556/MO	.00%

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
10/19/04	10/19/07	20000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST RELIGIOUS ORGANIZATION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	2222.	0.	2222.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MORTGAGES RECEIVABLE			VARIOUS	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
VARIOUS	VARIOUS	6210000.	REAL ESTATE MORTGAGES	0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
REAL ESTATE MORTGAGE			INVESTMENT	

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	4910000.	0.	4910000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
UNITED JEWISH GEMACH			833./MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
3/29/05	03/29/08	30000.	NONE	0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
NONE			ASSIST RELIGIOUS ORGANIZATION	

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA S'HOR YOSHUV			10000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/20/07	02/20/07	100000.	NONE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST EDUCATIONAL INSTITUTION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AMERICAN FRIENDS OF CHESED L'ORCHIM			4000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
2/14/05	12/14/10	160000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST RELIGIOUS ORGANIZATION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	80400.	0.	80400.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TORAH ACADEMY FOR GIRLS			12500/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/08/07	01/08/07	125000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST EDUCATIONAL INSTITUTION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
NORMAN KUPFERSTEIN			5000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
3/29/07	03/01/08	50000.	NONE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTY	ASSIST INDIVIDUAL IN NEED

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
EXCELL FINANCIAL CORP			AT MATURITY	9.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
05/09/07	08/15/08	3000000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
CORP & PERSONAL GUARANTIES			INVESTMENT	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			3000000.	0.
			FMV OF LOAN	
			3000000.	

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA			2 PAYMENTS	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
8/06/07	07/15/08	125000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
NONE			ASSIST EDUCATIONAL INSTITUTION	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			0.	0.
			FMV OF LOAN	
			0.	

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
IRWIN GOLDSTEIN			700/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
05/22/07		18500.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTY	HELP NEEDY INDIVIDUAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	7400.	0.	7400.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
WILLIAM LIPMAN			500/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
2/31/07	02/03/10	12000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTY	HELP NEEDY INDIVIDUAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	7000.	0.	7000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME		TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA			.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	FMV OF CONSIDERATION
01/16/08		200000.	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST EDUCATIONAL INSTITUTION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

BORROWER'S NAME		TERMS OF REPAYMENT	INTEREST RATE
RETURN SHUVU		15000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	FMV OF CONSIDERATION
4/16/08	03/03/09	150000.	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST RELIGIOUS ORGANIZATION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	45000.	0.	45000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA DACHEI TORAH			13889/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
06/30/08	02/10/10	250000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST RELIGIOUS ORGANIZATION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	180555.	0.	180555.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
NAFTALI FEIGENBAUM			500/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
1/03/08	09/03/09	5000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	HELP NEEDY INDIVIDUAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	5000.	0.	5000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TRISTATE PODIATRY PC			2222/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/07/08	12/07/08	20000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	HELP NEEDY INDIVIDUAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	13333.	0.	13333.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA OF LONG ISLAND			10000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
1/16/08	07/16/09	100000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST EDUCATIONAL INSTITUTION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	70000.	0.	70000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA OF LONG ISLAND			10000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/14/08	05/16/10	100000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST EDUCATIONAL INSTITUTION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	100000.	0.	100000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
SAMUEL REICH			1666/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
2/24/08	01/24/09	5018.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
	ASSIST INDIVIDUAL IN NEED

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1666.	0.	1666.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME		TERMS OF REPAYMENT	INTEREST RATE
D. REIS			.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	FMV OF CONSIDERATION
12/01/08	12/01/09	25000.	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
	ASSIST INDIVIDUAL IN NEED

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	25000.	0.	25000.

TOTAL TO FORM 990-PF, PART II, LINE 7	8473201.	0.	8473201.
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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PLATINUM PARTNERS VALUE ARBITRAGE (INTERNATIONAL) LTD	3764144.	9243320.
MENGOLD RESOURCES INC	306469.	28699.
TINTIC GOLD MINES	58000.	30450.
GREY2 OFFSHORE FUND LTD	1000000.	919307.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5128613.	10221776.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SUSPENSE	5000.	4004.	0.
ATTORNEY'S ESCROW ACCOUNT	164717.	123150.	123150.
DUE FROM BROKER	24.	2844.	2844.
DUE FROM SALE OF SECURITIES	833902.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1003643.	129998.	125994.